

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In re: : Bankruptcy Case No. 19-22715-CMB
:
5171 Campbells Land Co. Inc., : Chapter 11
:
Debtor. :
_____ :

OBJECTION TO STIPULATION AND CONSENT ORDER

NOW COMES Marc Group, LLC, a Pennsylvania limited liability company, by its attorney, Joseph E. Hudak, Esq. and files this objection to Stipulation and Consent Order (Document #28), and in support thereof respectfully submits as follows:

1. The Debtor asks this Court to enter a consent order approving a stipulation and agreement that can be made only by a separate entity that the Debtor does not own, does not control, and no longer has anything to do with.

2. Paragraphs 15, 16, and 17 of the Debtor's stipulation are factually incorrect. In the Unique Ventures Group, LLC bankruptcy, No. 17-20526 (TPA), Unique's assets, including license agreements for the operation of 27 Perkins restaurants, were **not** sold to the Debtor, a Pennsylvania ***corporation***. To the contrary, in the Unique bankruptcy, the trustee entered into an asset purchase agreement (Document No. 958) with 5171 Campbells Land Co. ***LLC***. Then, the Honorable Thomas P. Agresti entered an order (Document No. 970) confirming the sale of Unique's assets, including the Unique License Agreements with Perkins, to 5171 Campbells Land Co. ***LLC***.

3. Not properly registered with the Pennsylvania Department of State Corporations Bureau, 5171 Campbells Land Co. LLC was not a *de jure* entity, but under the facts and circumstances became a *de facto* entity and/or an entity by estoppel.

4. In proceedings at Allegheny County Court of Common Pleas No. GD 18-015044, an order was entered on December 5, 2018 transferring ownership of 5171 Campbells Land Co. LLC to an individual named Peter D. Kaplan, M.D. pursuant to 15 Pa.C.S. § 8454.

5. On or about December 21, 2018, Dr. Kaplan sold his ownership of 5171 Campbells Land Co. LLC to an individual named Steve Maglin for \$125,000.00 and relinquishment of a \$1.6 million claim against 5171 Campbells Land Co. *Inc.* Thereafter, Maglin transferred ownership to Marc Group, LLC.

6. If there was ever any question about the validity of 5171 Campbells Land Co. LLC as an entity, the majority shareholder of 5171 Campbells Land Co. Inc., William T. Kane, is estopped from raising the question as the result of his litigation at against Dr. Kaplan at Allegheny County Court of Common Pleas No. GD 18-015044.

7. Moreover, even if this were not so, the 15 Pa.C.S. § 8454 proceedings at Allegheny County Court of Common Pleas No. GD 18-015044 had the effect of transferring Unique's assets, including the Unique License Agreements with Perkins, to Dr. Kaplan.

8. Finally, Maglin, and now Marc Group, LLC, took in effect as holders in due course.

WHEREFORE, Marc Group, LLC respectfully requests that the Debtor's stipulation not be approved and that the Debtor's proposed order not be entered.

/s/ Joseph E. Hudak

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